

The listing of claims will replace all prior versions, and listings of claims in the application:

Listing of claims:

1 (Canceled).

2 (Canceled).

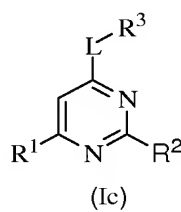
3 (Canceled).

4 (Canceled).

5 (Canceled).

6 (Canceled).

7. (Currently Amended): ~~The A~~ compound of ~~claim 6~~ Formula Ic:



in which

L is a bond;

R¹ is -NHR⁷, wherein R⁷ is phenyl substituted with 1 to 3 radicals

independently selected from the group consisting of amino, halo-substituted C₁₋₄alkyl and halo-substituted C₁₋₄alkoxy or pyridinyl, optionally substituted with 1 to 3 radicals

independently selected from the group consisting of halo, amino, C₁₋₄alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy and halo-substituted C₁₋₄alkoxy;

R² is hydrogen; and

R³ is selected from the group consisting of C₃₋₈heterocycloalkyl-C₀₋₄alkyl selected from the group consisting of morpholino, ~~morpholino-methyl~~, morpholino-ethyl, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxo-8-aza-spiro[4,5]dec-8-yl, (ii) C₅₋₁₀heteroaryl-C₀₋₄alkyl, wherein the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo,

nitro, C₁₋₄alkyl, hydroxy-C₁₋₆alkyl, C₁₋₄alkoxy, C₃₋₈heterocycloalkyl, -X³C(O)NR⁸R⁸, -X³C(O)NR⁸R⁹, -X³NR⁸R⁹, -X³NR⁸R⁸, -X³S(O)₂NR⁸R⁸, -X³S(O)₂R⁸, -X³S(O)₂R⁹, -X³C(O)R⁸, -X³NR⁸C(O)R⁸, -X³NR⁸S(O)₂R⁸, -X³S(O)₂NR⁸R⁹, -X³NR⁸S(O)₂R⁹, -X³NR⁸C(O)R⁹, -X³NR⁸C(O)NR⁸R⁹, -X³NR⁸C(O)NR⁸R⁸, -X³C(O)OR⁸, =NOR⁸, -X³NR⁸(CH₂)₁₋₄NR⁸R⁸, -X³C(O)NR⁸(CH₂)₁₋₄NR⁸R⁸ and -X³O(CH₂)₁₋₄NR⁸R⁸; or (iii) C₆₋₁₀aryl-C₀₋₄alkyl, wherein the aryl is substituted with 1-3 radicals independently selected from the group consisting of hydroxy-C₁₋₆alkyl, C₃₋₈heterocycloalkyl, -X³C(O)NR⁸R⁸, -X³C(O)NR⁸R⁹, -X³NR⁸R⁹, -X³NR⁸R⁸, -X³S(O)₂NR⁸R⁸, -X³S(O)₂R⁸, -X³S(O)₂R⁹, -X³C(O)R⁸, -X³NR⁸C(O)R⁸, -X³NR⁸S(O)₂R⁸, -X³S(O)₂NR⁸R⁹, -X³NR⁸S(O)₂R⁹, -X³NR⁸C(O)R⁹, -X³NR⁸C(O)NR⁸R⁹, -X³NR⁸C(O)NR⁸R⁸, =NOR⁸, -X³NR⁸(CH₂)₁₋₄NR⁸R⁸, -X³C(O)NR⁸(CH₂)₁₋₄NR⁸R⁸ and -X³O(CH₂)₁₋₄NR⁸R⁸; wherein X³ is a bond or C₁₋₄alkylene; R⁸ is hydrogen, C₁₋₆alkyl or hydroxy-C₁₋₆alkyl; R⁹ is C₆₋₁₀aryl-C₀₋₄alkyl, C₆₋₁₀aryl-C₀₋₄alkoxy, C₅₋₁₀heteroaryl-C₀₋₄alkyl, C₃₋₈heterocycloalkyl-C₀₋₄alkyl or C₃₋₈cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R⁹ is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C₁₋₄alkyl, hydroxy-C₁₋₆alkyl, halo-substituted C₁₋₄alkyl, C₁₋₄alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C₅₋₉heteroaryl, C₃₋₈heterocycloalkyl, -C(O)NR⁸R⁸, -S(O)₂NR⁸R⁸, -NR⁸R⁸ and -C(O)R¹⁰, wherein R¹⁰ is C₅₋₆heteroaryl.

8. (Currently Amended): The compound of claim 7 in which R³ is selected from the group consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1H-benzoimidazolyl; each of which is optionally substituted with 1 to 2 radicals independently selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, -C(O)OH, -C(O)H, -C(O)OCH₃, -C(O)N(C₂H₅)₂, -C(O)N(CH₃)₂, -C(O)NHCH₃, -S(O)₂NH₂, -S(O)₂CH₃, chloro, -NH₂, -C(O)CH₃, =NOCH₃, -NH(CH₂)₂N(CH₃)₂, -NH(CH₂)₃NH₂, -NH(CH₂)₂OH, -C(O)NH(CH₂)₂N(CH₃)₂, -NHR⁹, -O(CH₂)₂N(CH₃)₂, morpholino, piperazinyl, -NHC(O)CH₃, -NHC(O)NHC₄H₉, -C(O)NHC₄H₉, -C(O)NHC₃H₇, -C(O)NHC₅H₁₀OH, -C(O)N(C₂H₄OH)₂, -C(O)NHC₂H₄OH, -C(O)NH(CH₂)₂OH, -NHC(O)R⁹, -C(O)NHR⁹, -NHC(O)NHR⁹, -C(O)R⁹, -NHS(O)₂C₄H₉, -NHS(O)₂CH₃, -NHS(O)₂R⁹, -S(O)₂R⁹, -S(O)₂NHR⁹, -C(O)NH₂ and -C(O)NH(CH₂)₂N(CH₃)₂; or phenyl substituted with 1 to 2 radicals independently selected

from the group consisting of hydroxymethyl, ~~-C(O)OH~~, -C(O)H, -C(O)N(C₂H₅)₂,
-C(O)N(CH₃)₂, -C(O)NHCH₃, -S(O)₂NH₂, -S(O)₂CH₃, -NH₂, -C(O)CH₃, =NOCH₃,
-NH(CH₂)₂N(CH₃)₂, -NH(CH₂)₃NH₂, -NH(CH₂)₂OH, -C(O)NH(CH₂)₂N(CH₃)₂, -NHR⁹,
-O(CH₂)₂N(CH₃)₂, morpholino, piperazinyl, -NHC(O)CH₃, -NHC(O)NHC₄H₉,
-C(O)NHC₄H₉, -C(O)NHC₃H₇, -C(O)NHC₅H₁₀OH, -C(O)N(C₂H₄OH)₂, -C(O)NHC₂H₄OH,
-C(O)NH(CH₂)₂OH, -NHC(O)R⁹, -C(O)NHR⁹, -NHC(O)NHR⁹, -C(O)R⁹, -NHS(O)₂C₄H₉,
-NHS(O)₂CH₃, -NHS(O)₂R⁹, -S(O)₂R⁹, -S(O)₂NHR⁹, -C(O)NH₂ and
-C(O)NH(CH₂)₂N(CH₃)₂; R⁹ is phenethyl, ~~2-phenoxy-ethyl~~, 1H-imidazolyl-propyl, pyridinyl,
pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl,
tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl,
benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl,
3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl,
benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl,
heterocycloalkyl or alkyl moiety of R⁹ is further optionally substituted by up to 2 radicals
selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy,
trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino,
phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH₃)₂,
-C(O)NH₂, -S(O)₂NH₂, -C(O)N(CH₃)₂, cyano or -C(O)R¹⁰; and R¹⁰ is furanyl.

9 (Canceled).

10 (Canceled).

11 (Currently Amended): A pharmaceutical composition comprising an effective amount of a compound of claim ~~47~~ and a pharmaceutically acceptable carrier or excipient.

12 (Currently Amended): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim ~~47~~, wherein said compound of claim ~~46~~ inhibits Bcr-abl.

13 (Canceled).

14 (Canceled).

15 (Canceled).

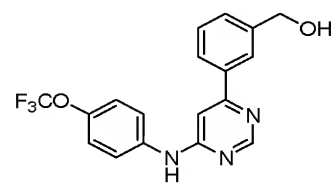
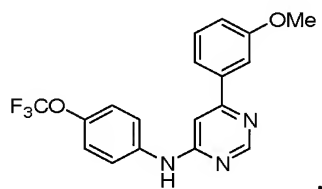
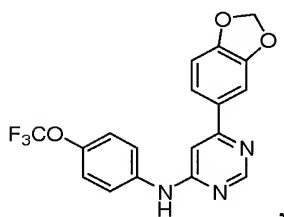
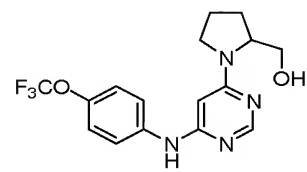
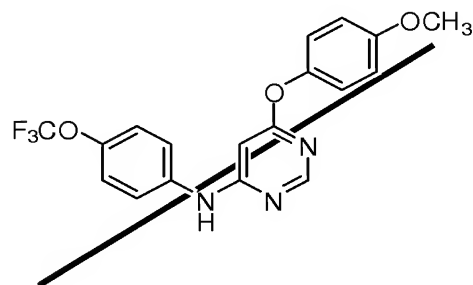
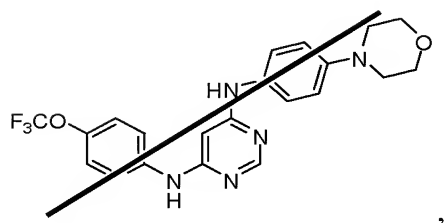
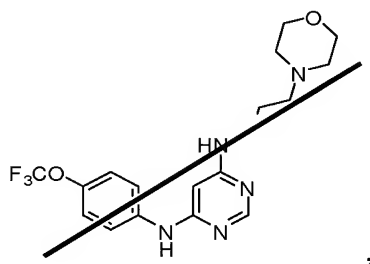
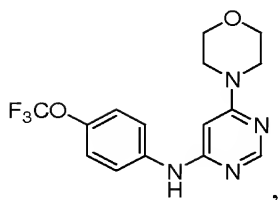
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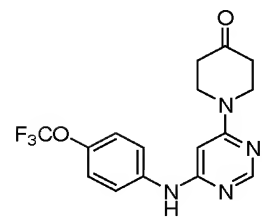
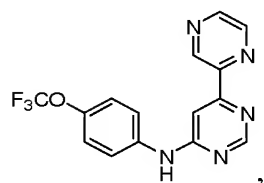
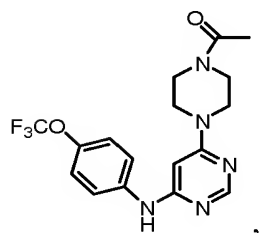
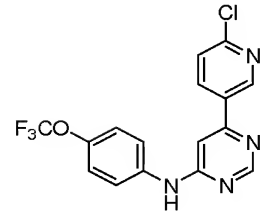
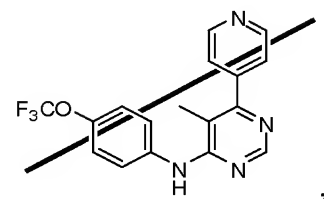
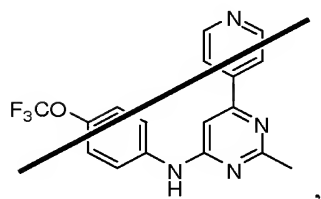
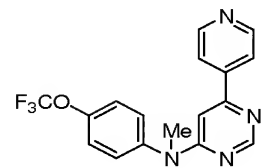
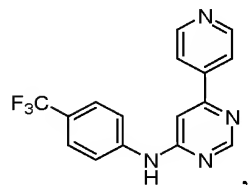
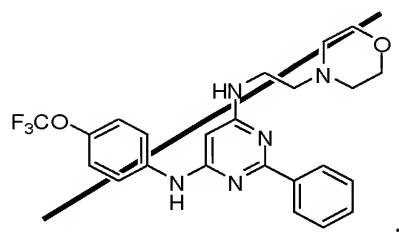
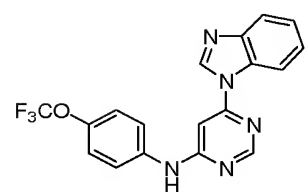
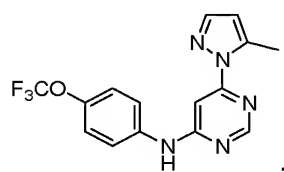
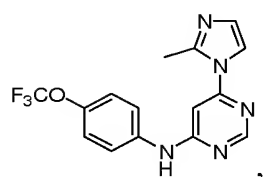
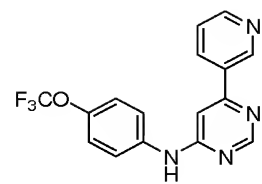
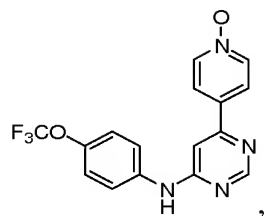
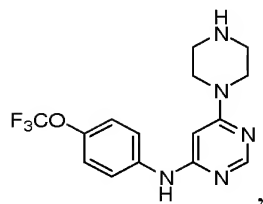
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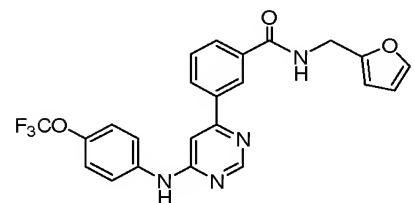
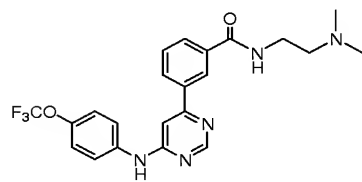
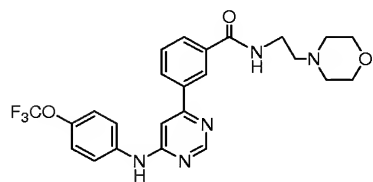
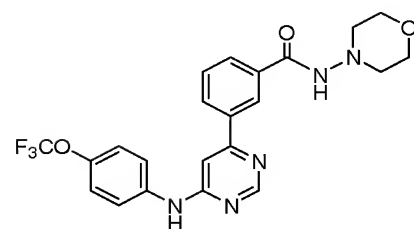
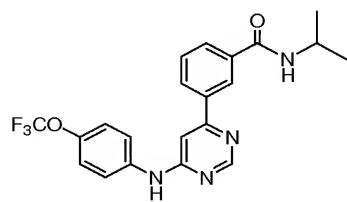
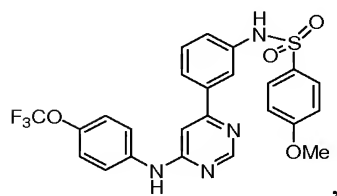
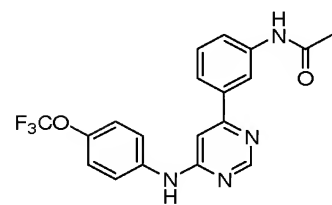
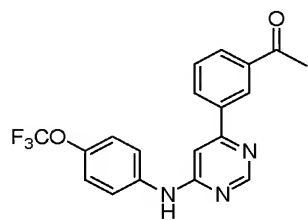
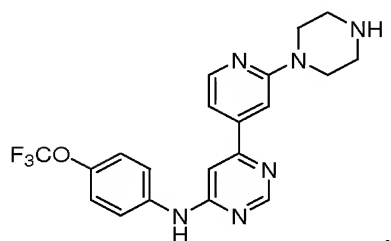
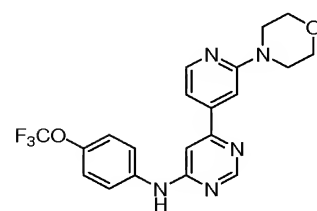
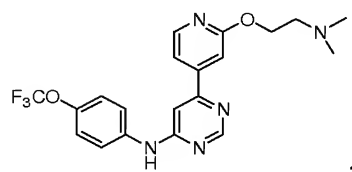
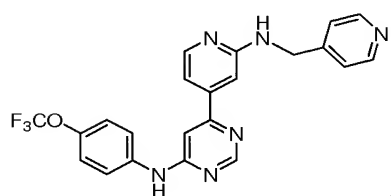
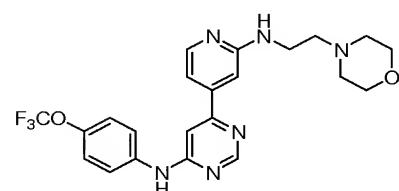
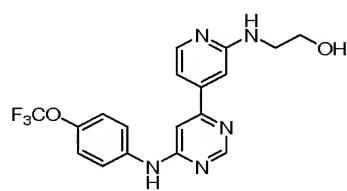
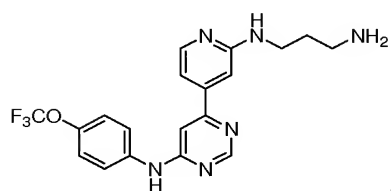
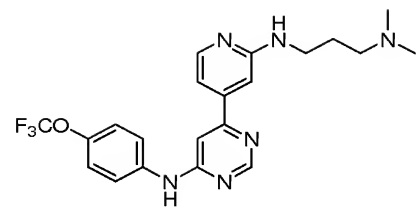
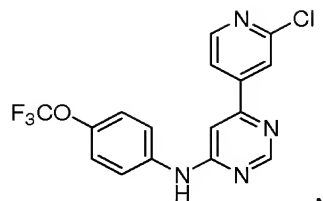
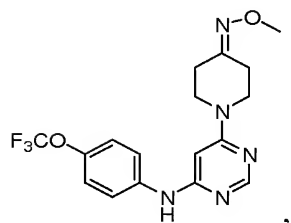
18 (Canceled).

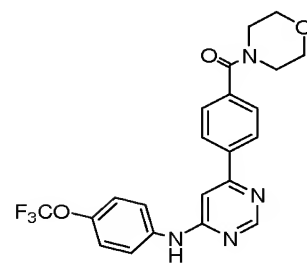
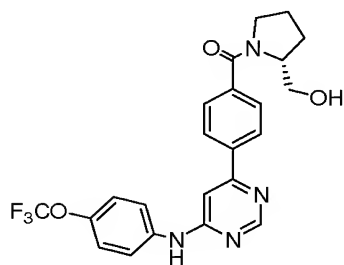
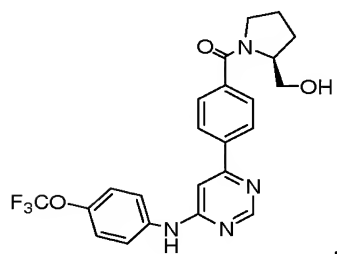
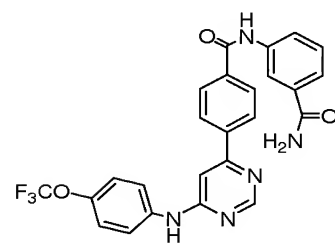
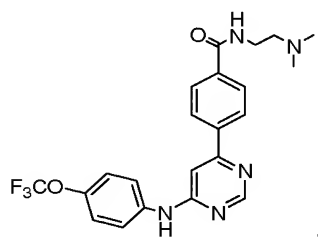
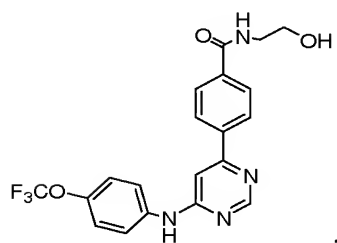
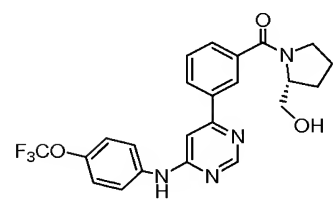
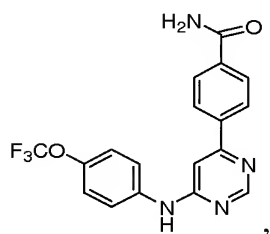
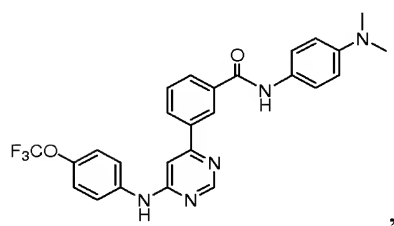
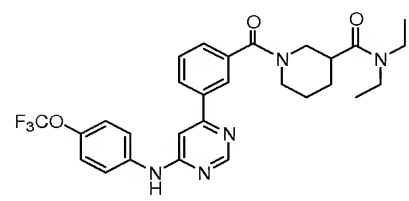
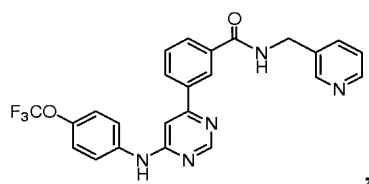
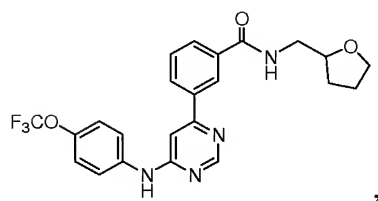
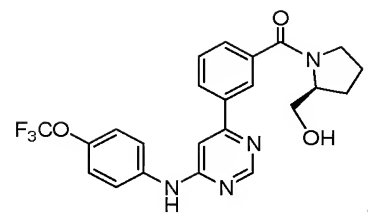
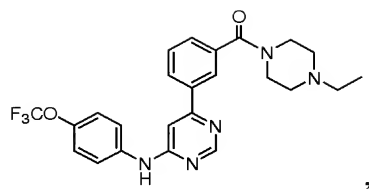
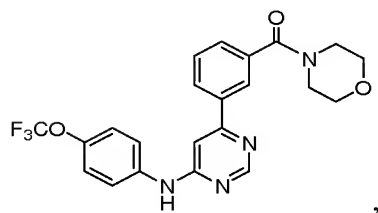
19 (Previously presented): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

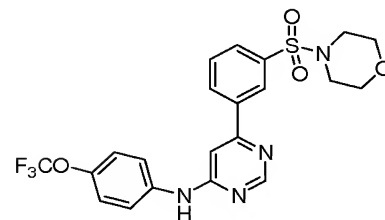
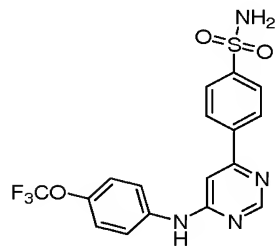
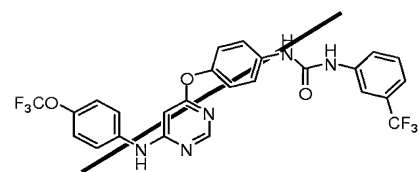
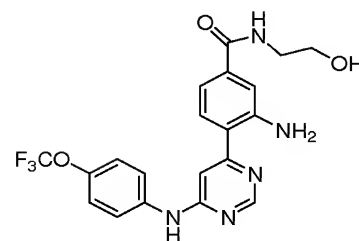
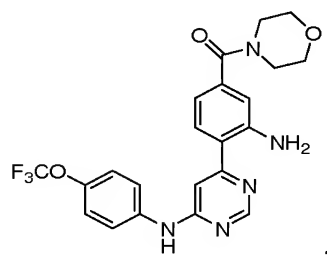
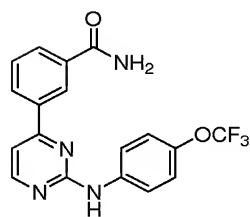
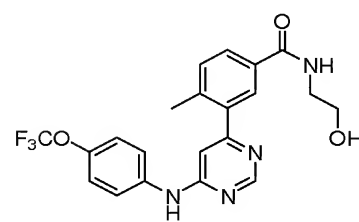
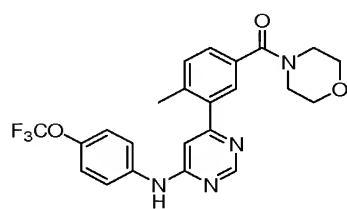
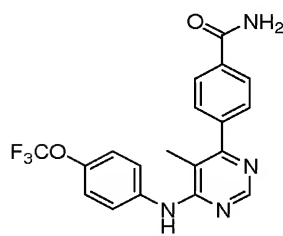
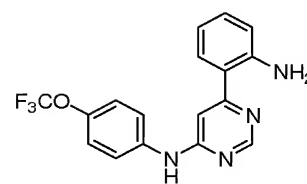
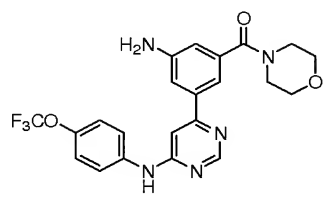
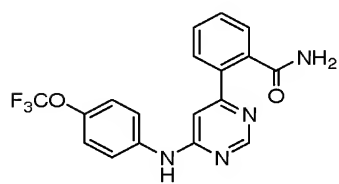
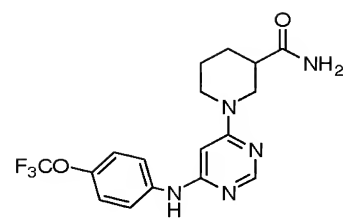
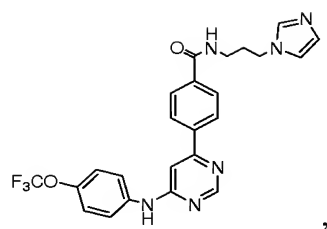
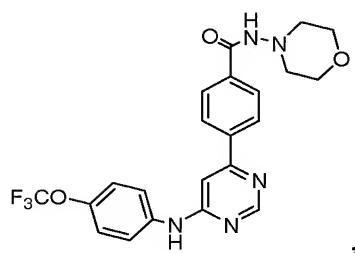
20. (Currently amended): The compound of claim ~~4~~7, wherein the compound is selected from the group consisting of:

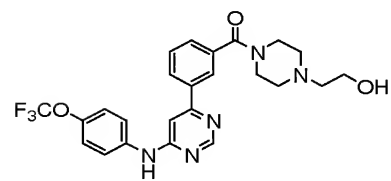
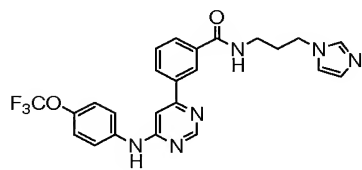
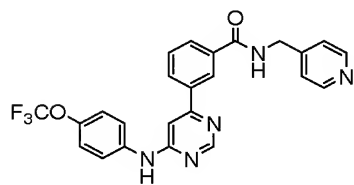
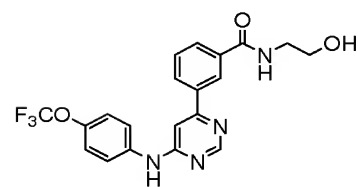
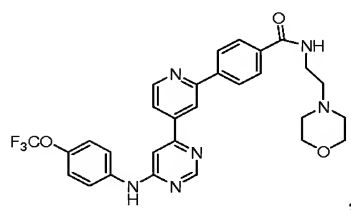
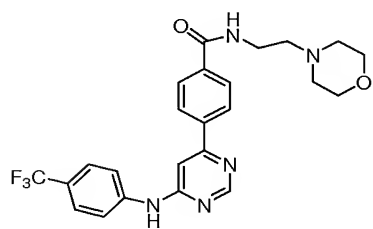
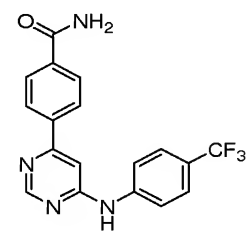
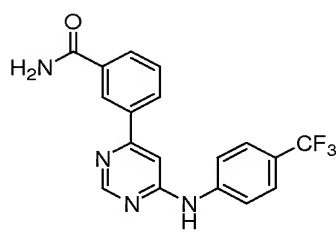
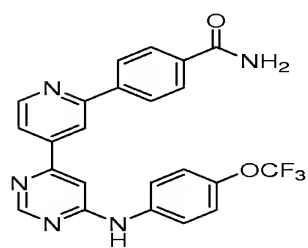
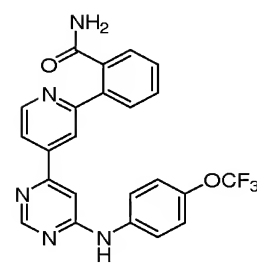
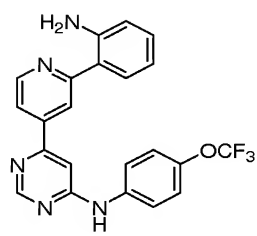
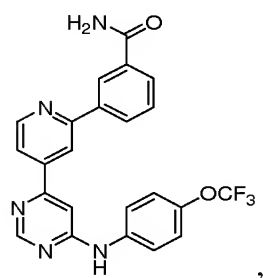
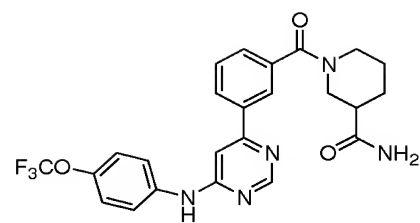
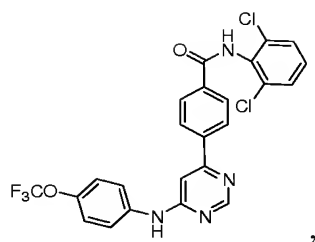
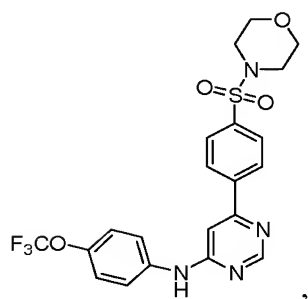


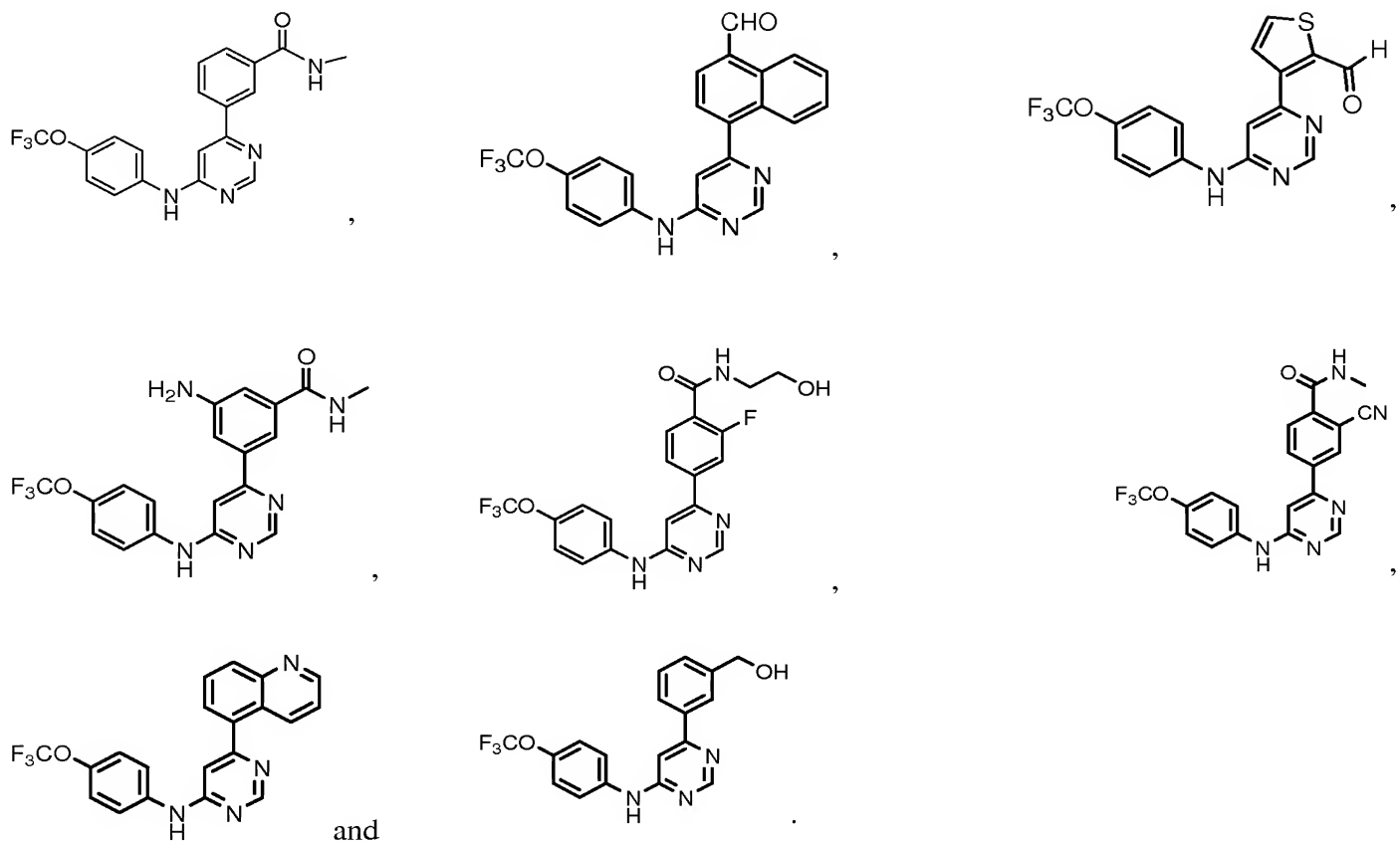






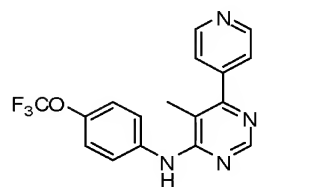
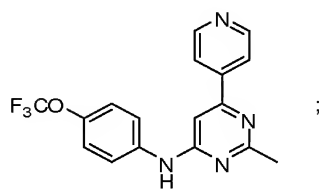
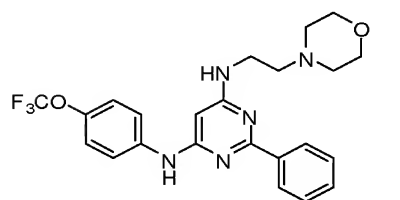
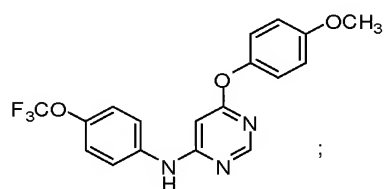
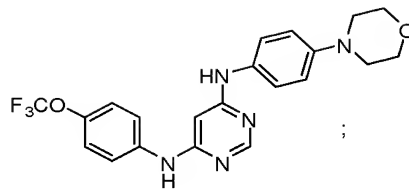
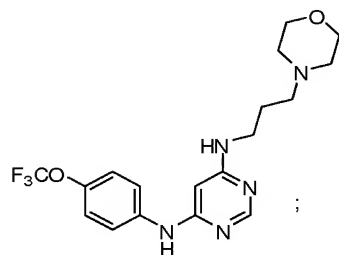






21. (Previously presented) A pharmaceutical composition comprising an effective amount of a compound of claim 20 and a pharmaceutically acceptable carrier or excipient.

22. (New) A compound selected from the group consisting of:



and

